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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Chapter 11
)
) Case No. 12-12020 (MG)
)
) Jointly Administered
)

**ALLY FINANCIAL INC.'S LIST OF POTENTIAL WITNESSES
AND POTENTIAL EXHIBITS FOR NOVEMBER 19, 2012 SALE HEARING**

Ally Financial Inc. ("Ally") submits the following potential exhibit and witness lists in the event that the Debtors and Ally do not resolve Ally's limited objection to the *Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed R. Bankr. P. 2002, 6005, and 6006 for Orders (A)(I) Authorizing and Approving Sale Procedures Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing;*

(III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief (the “Sale Motion”) [ECF No. 61]. Ally will continue to work with the Debtors in advance of the Sale Motion hearing to attempt to resolve Ally’s limited objection.

<u>POTENTIAL WITNESS LIST</u>	
A	Thomas Marano, Chief Executive Officer, Residential Capital, LLC
B	James Whitlinger, Chief Financial Officer, Residential Capital, LLC
C	Any witness that (i) is called upon by any other party in connection with the Sale Motion or (ii) submits a declaration that is moved into evidence in connection with the Sale Motion, including Marc D. Puntus.

<u>POTENTIAL EXHIBIT LIST</u> ¹	
<u>EXHIBIT</u>	<u>DESCRIPTION</u>
A	Consent Judgment among the United States Department of Justice, the Attorneys General of Certain States, Residential Capital, LLC, GMAC Mortgage, LLC, and Ally Financial Inc., dated February 9, 2012 (the “ <u>DOJ/AG Settlement</u> ”).
B	Settlement Term Sheet, attached as Exhibit A to the DOJ/AG Settlement.
C	Policies Regarding Distribution of Settlement Funds, attached as Exhibit B to the DOJ/AG Settlement.
D	Description of Borrower Payment Amount, attached as Exhibit C to the DOJ/AG Settlement.
E	Consumer Relief Requirements, attached as Exhibit D to the DOJ/AG Settlement.

¹ Ally reserves the right to use as evidence any exhibit submitted by any other party in connection with the Sale Motion, including any exhibit listed on the Debtors’ Exhibit List for the Sale Hearing [ECF No. 2143].

<u>POTENTIAL EXHIBIT LIST</u>¹	
<u>EXHIBIT</u>	<u>DESCRIPTION</u>
F	Settlement Enforcement Terms, attached as Exhibit E to the DOJ/AG Settlement.
G	Federal Release, attached as Exhibit F to the DOJ/AG Settlement.
H	State Release, attached as Exhibit G to the DOJ/AG Settlement.
I	USDOJ Servicemembers Civil Relief Act Settlement Provisions, attached as Exhibit H to the DOJ/AG Settlement.
J	Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012 [ECF No. 2069, Ex. A].
K	Stipulation and Order Reserving Rights With Respect to Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a) and 363 Authorizing the Debtors to Continue to Perform Under the Ally Bank Servicing Agreement in the Ordinary Course of Business [ECF No. 1420].
L	Declaration of Thomas Marano, Chief Executive Officer of Residential Capital, LLC, in Further Support of Debtors' Ally Servicing Motion (the " <u>Marano Declaration</u> ") [ECF No. 793].
M	Exhibit I to the DOJ/AG Settlement Agreement (Addendum to Federal and State Settlement Agreements), filed as Exhibit 1 to the Marano Declaration [ECF No. 793, Ex. 1].
N	January 30 Support Letter, filed as Exhibit 2 to the Marano Declaration [ECF No. 793, Ex. 2].
O	Ally Bank Servicing Agreement dated August 21, 2001, filed as Exhibit 3 to the Marano Declaration [ECF No. 793, Ex. 3].
P	ResCap AG Consumer Relief Solicitation and Credit Summary, filed as Exhibit 4 to the Marano Declaration [ECF No. 793, Ex. 4].
Q	Consumer Relief Activity and Bank Reimbursement Estimate, filed as Exhibit 5 to the Marano Declaration [ECF No. 793, Ex. 5].
R	ResCap Subservice P&L - Ally Bank Portfolio, filed as Exhibit 8 to the Marano Declaration [ECF No. 793, Ex. 8].
S	Declaration of Matthew Detwiler in Support of Debtors' Ally Servicing Motion (the " <u>Detwiler Declaration</u> ") [ECF No. 366].
T	Subservicing Economics, filed as Exhibit 1 to the Detwiler Declaration [ECF No. 366, Ex. 1].

<u>POTENTIAL EXHIBIT LIST</u>¹	
<u>EXHIBIT</u>	<u>DESCRIPTION</u>
U	Declaration of Joseph Pensabene in Support of the Debtors' Motion for Entry of an Order Under Bankruptcy Code Section 363 and Bankruptcy Rule 6004 (i) Authorizing the Debtors to Compensate PricewaterhouseCoopers, LLP (" <u>PwC</u> ") for Foreclosure Review Services in Furtherance of the Debtors' Compliance Obligations Under Federal Reserve Board Consent Order and (ii) Reaffirming Relief Granted in the GA Servicing Order (the " <u>PwC Motion</u> "), filed as Exhibit 4 to the PwC Motion [ECF No. 1357, Ex. 4].
V	Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation (the " <u>Consent Order</u> "), filed as Exhibit 5 to the PwC Motion [ECF No. 1357, Ex. 5].
W	PwC Engagement Letter dated February 1, 2012 (with attachments), filed as Exhibit 9 to the PwC Motion [ECF No. 1527, Ex. 9].
X	Supplemental Agreement to the Consent Order, filed as Exhibit 10 to the PwC Motion [ECF No. 1527, Ex. 10].
Y	Declaration of Joseph Pensabene in Support of Debtors GA Servicing Motion, Non-GA Servicing Motion and Supplemental Servicing Motion [ECF No. 256].
Z	Final Order Under Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001, 6004, and 9014 (i) Authorizing the Debtors to Obtain Postpetition Financing on a Secured Superpriority Basis, (ii) Authorizing the Debtors to use Cash Collateral, and (iii) Granting Adequate Protection to Adequate Protection Parties (the " <u>AFI DIP Order</u> ") [ECF No. 491].
AA	Weekly Cash Flow Projections for the Ally Line of Credit, Revolver and DIP from May 14, 2012 through September 24, 2012, filed as Exhibit B to the AFI DIP Order [ECF No. 491, Ex. B].
BB	Residential Capital, LLC, et al. Case No. 12-12020 Monthly Operating Report for the period from May 14, 2012 through May 31, 2012 [ECF No. 908].
CC	Residential Capital, LLC, et al. Case No. 12-12020 Monthly Operating Report for the period from June 1, 2012 through June 30, 2012 [ECF No. 909].
DD	Residential Capital, LLC, et al. Case No. 12-12020 Monthly Operating Report for the period from July 1, 2012 through July 31, 2012 [ECF No. 1266].
EE	Residential Capital, LLC, et al. Case No. 12-12020 Monthly Operating Report for the period from August 1, 2012 through August 31, 2012 [ECF No. 1574].
FF	Residential Capital, LLC, et al. Case No. 12-12020 Monthly Operating Report for the period from September 1, 2012 through September 30, 2012 [ECF No. 1914].
GG	ResCap Cash Flow Projections dated June 25, 2012.

<u>POTENTIAL EXHIBIT LIST</u>¹	
<u>EXHIBIT</u>	<u>DESCRIPTION</u>
HH	ResCap Cash Flow Projections dated July 23, 2012.
II	ResCap Cash Flow Projections dated August 20, 2012.
JJ	ResCap Cash Flow Projections dated September 17, 2012.
KK	ResCap Cash Flow Projections dated October 16, 2012.
LL	Amended and Restated Servicing Agreement by and between Ally Bank and GMAC Mortgage, LLC, dated as of May 11, 2012, filed as Exhibit C to the Debtors' Motion for Interim and Final Orders Under Bankruptcy Code Sections 105(a) and 363 Authorizing the Debtors to Continue to Perform Under the Ally Bank Servicing Agreements in the Ordinary Course of Business [ECF No. 47, Ex. C]

New York, New York
Dated: November 12, 2012

/s/ Mark E. McKane

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